

Revised Exhibit 3

Unimpaired Non-Voting Status Notice

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Counsel to TH Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
85 FLATBUSH RHO MEZZ LLC, et al.,¹

Debtors

Case No. 20-23280 (RDD)
Chapter 11

(Jointly Administered)

**NOTICE OF NON-VOTING STATUS FOR UNIMPAIRED CLASSES
AND INTERESTS CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN**

PLEASE TAKE NOTICE THAT by the order entered on May __, 2022 [Docket No. __] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Second Amended Disclosure Statement Relating to the Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. __] (the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco

¹ The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

to solicit votes to accept or reject the *Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. ____] (the “Plan”).²

PLEASE TAKE FURTHER NOTICE THAT UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTOR IS/ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO § 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, §§ 101 *ET SEQ.* (THE “BANKRUPTCY CODE”), YOU ARE (1) CONCLUSIVELY PRESUMED TO HAVE ACCEPTED THE PLAN AND (2) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THIS NOTICE IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY.

PLEASE TAKE FURTHER NOTICE THAT additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco’s attorneys at (212) 768-6808 or by emailing 85FlatbushRHOballots@dentons.com. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider confirmation of the Plan (the “Confirmation Hearing Date”) will commence on **June 30, 2022, at 10:00 a.m., prevailing Eastern Time** before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.³

PLEASE TAKE FURTHER NOTICE THAT the Confirmation Hearing Date may be continued from time to time by the Court or TH Holdco without further notice other than by adjournments being announced in open court or through a filing of a notice of adjournment on the Court’s docket.

PLEASE TAKE FURTHER NOTICE THAT the Plan may be modified, if necessary, pursuant to § 1127 before, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

PLEASE TAKE FURTHER NOTICE THAT not later than fifteen (15) days prior to the Confirmation Hearing Date (the “Plan Supplemental Filing Deadline”), TH Holdco and the Debtors, respectively, will file the compilation of documents and information (the “Plan Supplement”), if any, required to be disclosed in accordance with § 1129(a)(5); *provided that*, through the Effective Date of the Plan, TH Holdco or the Debtors, as applicable, shall have the right to amend any schedules, exhibits, and the other documents contained in, and exhibits to, the Plan Supplement.

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

³ Subject to further notice, the Confirmation Hearing will be held remotely, by Zoom and, for those without access to Zoom, telephonically. Sign-in instructions may be found on the Court’s website or by contacting the White Plains Division’s Clerks Office.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **June 22, 2022, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). All objections to the relief sought at the Confirmation Hearing must (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of such party’s Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (v) be filed with the Court electronically and served upon the following parties **so as to be actually received on or before the Plan Objection Deadline:**

(a) the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, rdd.chambers@nysb.uscourts.gov;

(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud (lauren.macksoud@dentons.com; robert.richards@dentons.com; sarah.schrag@dentons.com);

(c) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel (fbr@robinsonbrog.com; ls@robinsonbrog.com);

(d) the Office of the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Andrea Beth Schwartz (andrea.b.schwartz@usdoj.gov); and

(e) anyone else requesting notice in these Chapter 11 Cases.

This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact TH Holdco’s counsel.

Dated: May __, 2022
New York, New York

DENTONS US LLP

/s/

Lauren M. Macksoud
1221 Avenue of the Americas
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New York, New York 10020
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Counsel to TH Holdco LLC

Revised Exhibit 4

Impaired Non-Voting Status Notice

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Counsel to TH Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
85 FLATBUSH RHO MEZZ LLC, et al.,¹

Debtors

Case No. 20-23280 (RDD)
Chapter 11

(Jointly Administered)

**NOTICE OF NON-VOTING STATUS FOR IMPAIRED
CLASSES AND INTERESTS DEEMED TO REJECT THE PLAN**

PLEASE TAKE NOTICE THAT by the order entered on May __, 2022 [Docket No. __] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Second Amended Disclosure Statement Relating to the Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. __] (the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco

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to solicit votes to accept or reject the *Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. ____] (the “Plan”).²

PLEASE TAKE FURTHER NOTICE THAT UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLAIM(S) AGAINST, OR INTEREST(S) IN, THE DEBTORS AND, THEREFORE, PURSUANT TO § 1126(g) OF TITLE 11 OF THE UNITED STATES CODE, §§ 101 *ET SEQ.* (THE “BANKRUPTCY CODE”), YOU ARE (1) DEEMED TO HAVE REJECTED THE PLAN AND (2) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THIS NOTICE IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY.

PLEASE TAKE FURTHER NOTICE THAT additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco’s attorneys at (212) 768-6808 or by emailing 85FlatbushRHOballots@dentons.com. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider confirmation of the Plan (the “Confirmation Hearing Date”) will commence on **June 22, 2022, at 10:00 a.m., prevailing Eastern Time** before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.³

PLEASE TAKE FURTHER NOTICE THAT the Confirmation Hearing Date may be continued from time to time by the Court or TH Holdco without further notice other than by adjournments being announced in open court or through a filing of a notice of adjournment on the Court’s docket.

PLEASE TAKE FURTHER NOTICE THAT the Plan may be modified, if necessary, pursuant to § 1127 before, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

PLEASE TAKE FURTHER NOTICE THAT not later than fifteen (15) days prior to the Confirmation Hearing Date (the “Plan Supplemental Filing Deadline”), TH Holdco and the Debtors, respectively, will file the compilation of documents and information (the “Plan Supplement”), if any, required to be disclosed in accordance with § 1129(a)(5); *provided that*, through the Effective Date of the Plan, TH Holdco or the Debtors, as applicable, shall have the right to amend any schedules, exhibits, and the other documents contained in, and exhibits to, the Plan Supplement.

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PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **June 22, 2022, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). All objections to the relief sought at the Confirmation Hearing must (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of such party’s Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (v) be filed with the Court electronically and served upon the following parties **so as to be actually received on or before the Plan Objection Deadline:**

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(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud (lauren.macksoud@dentons.com; robert.richards@dentons.com; sarah.schrag@dentons.com);

(c) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel (fbr@robinsonbrog.com; ls@robinsonbrog.com);

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(e) anyone else requesting notice in these Chapter 11 Cases.

This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact TH Holdco’s counsel.

Dated: May __, 2022
New York, New York

DENTONS US LLP

/s/
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Counsel to TH Holdco LLC

Revised Exhibit 5

Notice to Holders of Disputed Claims

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Counsel to TH Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
85 FLATBUSH RHO MEZZ LLC, et al.,¹

Debtors

Case No. 20-23280 (RDD)
Chapter 11

(Jointly Administered)

NOTICE OF NON-VOTING STATUS FOR HOLDERS OF DISPUTED CLAIMS

PLEASE TAKE NOTICE THAT by the order entered on May __, 2022 [Docket No. __] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Second Amended Disclosure Statement Relating to the Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. __] (the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Second Amended Chapter 11 Plan Filed by Creditor TH*

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Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC [Docket No. ____] (the “Plan”).²

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PLEASE TAKE FURTHER NOTICE THAT you are receiving this Notice because you are the holder of a Claim that is subject to a pending objection by TH Holdco or the Debtors. **You are not entitled to vote any disputed portion of your Claim on the Plan unless one or more of the following events have taken place before a date that is three (3) business days before the Voting Deadline** (each, a “Resolution Event”):

1. an order of the Court is entered allowing such Claim pursuant to § 502(b) of the Bankruptcy Code, after notice and a hearing;
2. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
3. a stipulation or other agreement is executed between the holder of such Claim and TH Holdco temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
4. the pending objection to such Claim is voluntarily withdrawn by the objecting party.

PLEASE TAKE FURTHER NOTICE THAT if a Resolution Event occurs, then no later than two (2) business days thereafter, TH Holdco’s counsel shall distribute a ballot, and a pre-addressed, postage pre-paid envelope to you, which must be returned to TH Holdco’s counsel no later than the Voting Deadline, which is on **June 22, 2022, at 4:00 p.m., prevailing Eastern Time.**

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider confirmation of the Plan (the “**Confirmation Hearing Date**”) will commence on **June 30, 2022, at 10:00 a.m., prevailing Eastern Time** before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.³

PLEASE TAKE FURTHER NOTICE THAT the Confirmation Hearing Date may be continued from time to time by the Court or TH Holdco without further notice other than by

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adjournments being announced in open court or through a filing of a notice of adjournment on the Court's docket.

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(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud (lauren.macksoud@dentons.com); robert.richards@dentons.com; sarah.schrag@dentons.com);

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(e) anyone else requesting notice in these Chapter 11 Cases.

This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact TH Holdco's counsel.

Dated: May __, 2022
New York, New York

DENTONS US LLP

/s/
Lauren M. Macksoud
1221 Avenue of the Americas
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New York, New York 10020
Telephone: (212) 768-6700
Facsimile: (212) 768-6800

Counsel to TH Holdco LLC

Revised Exhibit 6

Confirmation Hearing Notice

Lauren Macksoud
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Counsel to TH Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
85 FLATBUSH RHO MEZZ LLC, et al.,¹

Debtors

Case No. 20-23280 (RDD)
Chapter 11

(Jointly Administered)

**NOTICE OF ENTRY OF ORDER GRANTING TH HOLDCO LLC'S MOTION TO
APPROVE (I) THE ADEQUACY OF INFORMATION IN THE DISCLOSURE
STATEMENT, (II) SOLICITATION AND NOTICE PROCEDURES, (III) FORMS OF
BALLOTS, AND (IV) CERTAIN DATES WITH RESPECT THERETO**

PLEASE TAKE NOTICE THAT by the order entered on May __, 2022 [Docket No. __]
(the "Disclosure Statement Order"), the United States Bankruptcy Court for the Southern District
of New York (the "Court") approved the *Second Amended Disclosure Statement Relating to the
Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO*

¹ The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax
identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85
Flatbush RHO Residential LLC (2261).

Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC [Docket No. ____] (the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. ____] (the “Plan”).²

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider confirmation of the Plan (the “Confirmation Hearing Date”) will commence on June 30, 2022, at 10:00 a.m., prevailing Eastern Time before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.³

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PLEASE TAKE FURTHER NOTICE THAT the Plan may be modified, if necessary, pursuant to § 1127 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”) before, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

PLEASE TAKE FURTHER NOTICE THAT not later than fifteen (15) days prior to the Confirmation Hearing Date (the “Plan Supplemental Filing Deadline”), TH Holdco will file the compilation of documents and information (the “Plan Supplement”), if any, required to be disclosed in accordance with § 1129(a)(5); *provided that*, through the Effective Date of the Plan, TH Holdco or the Debtors, as applicable, shall have the right to amend any schedules, exhibits, and the other documents contained in, and exhibits to, the Plan Supplement.

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⁴ Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

(a) the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, rdd.chambers@nysb.uscourts.gov;

(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud (lauren.macksoud@dentons.com); robert.richards@dentons.com; sarah.schrag@dentons.com);

(c) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel (fbr@robinsonbrog.com; ls@robinsonbrog.com);

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(e) anyone else requesting notice in these Chapter 11 Cases.

PLEASE TAKE FURTHER NOTICE THAT holders of Claims entitled to vote on the Plan will receive (i) copies of the Disclosure Statement Order, the Disclosure Statement, the Plan, and certain exhibits thereto, (ii) this Notice, (iii) a copy of the Solicitation and Voting Procedures, and (iv) a Ballot. Failure to follow the instructions set forth on the Ballot may disqualify that Ballot and the vote represented thereby.

PLEASE TAKE FURTHER NOTICE THAT the date for determining which holders of Claims are entitled to vote on the Plan is May 25, 2022 (the “Voting Record Date”).

PLEASE TAKE FURTHER NOTICE THAT the deadline for voting on the Plan is on **June 22, 2022, at 4:00 p.m., prevailing Eastern Time** (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you must: (a) follow the instructions carefully; (b) complete all of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is actually received by TH Holdco (through its counsel as indicated in the Ballot) on or before the Voting Deadline.

PLEASE TAKE FURTHER NOTICE THAT additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco’s attorneys at (212) 768-6808 or by emailing 85FlatbushRHOballots@dentons.com. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE THAT (a) holders, as of the Voting Record Date, of unimpaired Claims in Class 1 (85 Flatbush RHO Hotel Other Priority Claims) and Class 2 (85 Flatbush RHO Residential Other Priority Claims), which are conclusively presumed to accept the Plan; (b) holders, as of the Voting Record Date, of Interests, as applicable, in Class 14 (85 Flatbush Mezz Existing Equity Interests), which are deemed to reject the Plan; and (c) holders, as of the Voting Record Date of Disputed Claims, as applicable, will each receive a Non-Voting Status

Notice rather than a Ballot. If you have not received a Ballot (or you have received a Ballot in an amount you believe to be incorrect) but believe that you should be entitled to vote on the Plan (or vote in an amount different than the amount listed on your Ballot), then you must serve on the Debtors and TH Holdco and file with the Court a motion for an order pursuant to Bankruptcy Rule 3018(a) (each, a “Rule 3018(a) Motion”) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan. Not later than 3 business days prior to the Voting Deadline, the holder of a Disputed Claim must *resolve* (each, a “Resolution Event”) any pending objection or request for estimation to the claim or interest in order to be eligible to vote. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted unless temporarily allowed by the Court for voting purposes *after notice and a hearing*. Rule 3018(a) Motions that are not timely filed, served, and resolved in the manner as set forth above may not be considered.

PLEASE TAKE FURTHER NOTICE THAT the following parties will receive a copy of this Confirmation Hearing Notice but will not receive a Solicitation Package, Ballot, copy of the Disclosure Statement, Plan, or any other similar materials or notices: (a) holders of Claims that have not been classified in the Plan pursuant to § 1123(a)(1) of the Bankruptcy Code other than the Administrative Claims; and (b) all other parties included in the Debtor’s creditor matrix or the Schedules that do not fall within any of the categories described in the Disclosure Statement Order.

Dated: May __, 2022
New York, New York

DENTONS US LLP

/s/_____
Lauren M. Macksoud
1221 Avenue of the Americas
25th Floor
New York, New York 10020
Telephone: (212) 768-6700
Facsimile: (212) 768-6800

Counsel to TH Holdco LLC

Revised Exhibit 7

Plan Supplement Notice

Lauren Macksoud
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Robert Richards (admitted *pro hac vice*)
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Counsel to TH Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
85 FLATBUSH RHO MEZZ LLC, et al.,¹

Debtors

Case No. 20-23280 (RDD)
Chapter 11

(Jointly Administered)

NOTICE OF FILING OF PLAN SUPPLEMENT

PLEASE TAKE NOTICE THAT by the order entered on May __, 2022 [Docket No. __] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Second Amended Disclosure Statement Relating to the Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. __] (the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Second Amended Chapter 11 Plan Filed by Creditor TH*

¹ The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC [Docket No. ____] (the “Plan”).²

PLEASE TAKE FURTHER NOTICE THAT as contemplated by the Plan and the Disclosure Statement Order approving the Disclosure Statement, TH Holdco filed the Plan Supplement with the Court on ____, 2022 (not later than fifteen (15) days prior to the Confirmation Hearing Date). [Docket No. ____]. The Plan Supplement includes the following materials in connection with confirmation (each as defined in the Plan): (a) the Assumed Executory Contract and Unexpired Lease List (the “Assumption Schedule”), if any; (b) the Rejected Executory Contract and Unexpired Lease List (the “Rejection Schedule”), if any; and (c) such other documents or modified documents or exhibits that will not be included in the Solicitation Package.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing Date”) will commence on **June 30, 2022, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **June 22, 2022, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). Any objection to the Plan **must**: (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of such party’s Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (v) be filed, together with proof of service, with the Court electronically and served on the parties listed in the Confirmation Hearing Notice, with a copy to the Court’s chambers, in each case so as to be actually received on or before **4:00 p.m. (prevailing Eastern Time) on June 22, 2022**. **Any objection shall be filed with the Court electronically and served upon the following parties:**

(a) the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, rdd.chambers@nysb.uscourts.gov;

(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud (lauren.macksoud@dentons.com); robert.richards@dentons.com; sarah.schrag@dentons.com);

(c) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel (fbr@robinsonbrog.com; ls@robinsonbrog.com);

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

(d) the Office of the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Andrea Beth Schwartz (andrea.b.schwartz@usdoj.gov); and

(e) anyone else requesting notice in these Chapter 11 Cases.

PLEASE TAKE FURTHER NOTICE THAT additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco's attorneys at (212) 768-6808 or by emailing 85FlatbushRHOballots@dentons.com. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

Dated: May __, 2022
New York, New York

DENTONS US LLP

/s/
Lauren M. Macksoud
1221 Avenue of the Americas
25th Floor
New York, New York 10020
Telephone: (212) 768-6700
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Counsel to TH Holdco LLC

Revised Exhibit 8

Assumption Notice

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Counsel to TH Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
85 FLATBUSH RHO MEZZ LLC, et al.,¹

Debtors

Case No. 20-23280 (RDD)
Chapter 11

(Jointly Administered)

**NOTICE OF (A) EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO BE
ASSUMED BY THE DEBTORS PURSUANT TO THE PLAN, (B) CURE OBLIGATIONS,
IF ANY, AND (C) RELATED PROCEDURES IN CONNECTION THEREWITH**

PLEASE TAKE NOTICE THAT by the order entered on May __, 2022 [Docket No. __] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Second Amended Disclosure Statement Relating to the Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. __]

¹ The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

(the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. ____] (the “Plan”).²

PLEASE TAKE FURTHER NOTICE THAT TH Holdco filed the Assumed Executory Contract and Unexpired Lease List (the “Assumption Schedule”) with the Court as part of the Plan Supplement on ____, 2022, as contemplated under the Plan. The determination to assume the agreements identified on the Assumption Schedule was made as of ____, 2022, and is subject to revision.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 30, 2022, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because the Debtors’ records reflect that you are a party to a contract that is listed on the Assumption Schedule. Therefore, you are advised to carefully review the information contained in this notice and the related provisions of the Plan, including the Assumption Schedule.

PLEASE TAKE FURTHER NOTICE that TH Holdco is proposing on behalf of the Debtors for the Debtors to assume the Executory Contract(s) and Unexpired Lease(s) listed on **Exhibit A**, attached hereto, to which you are a party.³

PLEASE TAKE FURTHER NOTICE THAT § 365(b)(1) of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”)⁴ requires a Chapter 11 debtor to cure, or provide adequate assurance that it will promptly cure, any defaults (*i.e.*, Cure Obligations) under executory contracts and unexpired leases at the time of assumption. The monetary amounts required to cure defaults, if any, under the Executory Contract(s) and Unexpired Lease(s), are listed in the table attached hereto as **Exhibit A**, for a total expected Cure Obligation to you of \$ _____. Please note that if no amount is stated for a particular Executory Contract or

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

³ Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Assumption Schedule, nor anything contained in the Plan or each Debtor’s schedule of assets and liabilities, shall constitute an admission by the Debtors or TH Holdco that any such contract or lease is in fact an Executory Contract or Unexpired Lease capable of assumption, that any Debtor has any liability thereunder, or that such Executory Contract or Unexpired Lease is necessarily a binding and enforceable agreement. Further, TH Holdco expressly reserves the right to (a) remove any Executory Contract or Unexpired Lease from the Assumption Schedule and reject such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date; and (b) contest any Claim (or Cure Obligation) asserted in connection with assumption of any Executory Contract or Unexpired Lease.

⁴ Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

Unexpired Lease, TH Holdco believes that there is no cure amount outstanding for such contract or lease.

PLEASE TAKE FURTHER NOTICE THAT absent any pending dispute, the monetary amounts required to cure any existing Cure Obligations arising under the Executory Contract(s) and Unexpired Lease(s) identified in the table attached hereto as **Exhibit A** will be satisfied, pursuant to § 365(b)(1), in Cash on the Effective Date. In the event of a dispute, however, payment of the cure amount would be made following the entry of a final order(s) resolving the dispute and approving the assumption. Any objection by a contract or lease counterparty to a proposed assumption or related Cure Obligation must be filed, served, and actually received by the Debtors and TH Holdco **not later than ten (10) days after service of this notice** (the “Cure Obligation Objection Deadline”). Any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or Cure Obligation will be deemed to have assented to such assumption or Cure Obligation and waived any objections to such assumption and assignment. Any objection to a proposed assumption or Cure Obligation will be scheduled by TH Holdco or the counterparty; provided, however, TH Holdco or any assignee, as applicable, may settle any dispute regarding a proposed assumption or Cure Obligation without further notice to or action, order, or approval of the Court. If an objection to the proposed assumption or related Cure Obligation is ultimately sustained by the Court, TH Holdco or the Purchaser may elect to reject such Executory Contract or Unexpired Lease in lieu of assuming it. TH Holdco may settle any dispute regarding the amount of any Cure Obligation with the relevant counterparty without any further notice to any party or any action, order, or approval of the Court.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **June 22, 2022, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”).

PLEASE TAKE FURTHER NOTICE THAT any objection to the Plan or the proposed Cure Obligation **must**: (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of such party’s Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan or Cure Obligation and, if practicable, a proposed modification to the Plan or proposed Cure Obligation that would resolve such objection, and (v) be filed, together with proof of service, with the Court electronically and served on the parties listed in the Confirmation Hearing Notice, with a copy to the Court’s chambers, in each case so as to be actually received by the Plan Objection Deadline or the Cure Obligation Objection Deadline, respectively. **Any such objection shall be filed with the Court electronically and served upon the following parties:**

(a) the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, rdd.chambers@nysb.uscourts.gov;

(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud (lauren.macksoud@dentons.com); robert.richards@dentons.com; sarah.schrag@dentons.com);

(c) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel (fbr@robinsonbrog.com; ls@robinsonbrog.com);

(d) the Office of the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Andrea Beth Schwartz (andrea.b.schwartz@usdoj.gov); and

(e) anyone else requesting notice in these Chapter 11 Cases.

PLEASE TAKE FURTHER NOTICE THAT any objections to the Plan in connection with the assumption of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related Cure Obligation or adequate assurances proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

PLEASE TAKE FURTHER NOTICE THAT any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or Cure Obligation will be deemed to have assented to such assumption and Cure Obligation.

PLEASE TAKE FURTHER NOTICE THAT assumption of any Executory Contract or Unexpired Lease pursuant to the Plan, or otherwise, shall result in the full release and satisfaction of any Claims or defaults, subject to satisfaction of the Cure Obligations, whether monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy-related defaults, arising under any assumed Executory Contract or Unexpired Lease at any time before the Effective Date such Executory Contract or Unexpired Lease is assumed or assumed and assigned. Any prepetition default amount set forth in the Schedules and/or any Proofs of Claim filed with respect to an Executory Contract or Unexpired Lease that has been assumed and assigned shall be deemed disallowed and expunged, without further notice to or action, order, or approval of the Court or any other Entity.

PLEASE TAKE FURTHER NOTICE THAT additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco's attorneys at (212) 768-6808 or by emailing 85FlatbushRHOballots@dentons.com. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact TH Holdco's counsel.

Dated: May __, 2022
New York, New York

DENTONS US LLP

/s/
Lauren M. Macksoud
1221 Avenue of the Americas
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New York, New York 10020
Telephone: (212) 768-6700
Facsimile: (212) 768-6800

Counsel to TH Holdco LLC

Exhibit A

**Executory Contract(s) and Unexpired Lease(s) to be Assumed¹
(with Cure Obligations)**

¹ Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Assumption Schedule, nor anything contained in the Plan or each Debtor's schedule of assets and liabilities, shall constitute an admission by the Debtors or TH Holdco that any such contract or lease is in fact an Executory Contract or Unexpired Lease capable of assumption, that any Debtor(s) or TH Holdco has any liability thereunder, or that such Executory Contract or Unexpired Lease is necessarily a binding and enforceable agreement. Further, TH Holdco expressly reserves the right to (a) remove any Executory Contract or Unexpired Lease from the Assumption Schedule and reject such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim (or cure amount) asserted in connection with assumption of any Executory Contract or Unexpired Lease.

Revised Exhibit 9

Rejection Notice

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Email: robert.richards@dentons.com

Counsel to TH Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
85 FLATBUSH RHO MEZZ LLC, et al.,¹

Debtors

Case No. 20-23280 (RDD)
Chapter 11

(Jointly Administered)

**NOTICE REGARDING EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO
BE REJECTED PURSUANT TO THE PLAN**

PLEASE TAKE NOTICE THAT by the order entered on May __, 2022 [Docket No. __] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Second Amended Disclosure Statement Relating to the Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. __] (the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco

¹ The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

to solicit votes to accept or reject the *Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. ____] (the “Plan”).²

PLEASE TAKE FURTHER NOTICE THAT TH Holdco filed the Rejected Executory Contract and Unexpired Lease List (the “Rejection Schedule”) with the Court as part of the Plan Supplement on June ____, 2022, as contemplated under the Plan. A copy of the Rejection Schedule is attached hereto as **Exhibit A**. The determination to reject the agreements identified on the Rejection Schedule was made as of ____, 2022 and is subject to revision.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this Notice because the Debtors’ records reflect that you are a party to an Executory Contract or Unexpired Lease that will be rejected pursuant to the Plan. Therefore, you are advised to carefully review the information contained in this Notice and the related provisions of the Plan.³

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 30, 2022, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

PLEASE TAKE FURTHER NOTICE THAT all proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Court within **14 days** after the Effective Date of the Plan or the effective date of rejection, whichever is earlier. A proof of claim form is attached hereto as **Exhibit B**. Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not filed within such time will be automatically disallowed, forever barred from assertion, and shall not be enforceable against the Debtors, their Estates, or their property, TH Holdco or Purchaser without the need for any objection or further notice to, or action, order, or approval of the Court.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **June 22, 2022, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). Any objection to the Plan **must**: (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of such party’s Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (v) be filed, together with proof of service, with the Court electronically and served

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

³ Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Rejected Executory Contract and Unexpired Lease List, nor anything contained in the Plan, shall constitute an admission by the Debtors or TH Holdco that any such contract or lease is in fact an Executory Contract or Unexpired Lease or that any Debtor, TH Holdco or Purchaser has any liability thereunder. Further, TH Holdco expressly reserves the right to (a) remove any Executory Contract or Unexpired Lease from the Rejection Schedule and assume such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim asserted in connection with rejection of any Executory Contract or Unexpired Lease.

on the parties listed in the Confirmation Hearing Notice, with a copy to the Court's chambers, in each case so as to be actually received on or before **4:00 p.m. (prevailing Eastern Time) on June 22, 2022**. **Any objection shall be filed with the Court electronically and served upon the following parties:**

(a) the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, rdd.chambers@nysb.uscourts.gov;

(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud (lauren.macksoud@dentons.com); robert.richards@dentons.com; sarah.schrag@dentons.com);

(c) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel (fbr@robinsonbrog.com; ls@robinsonbrog.com);

(d) the Office of the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Andrea Beth Schwartz (andrea.b.schwartz@usdoj.gov); and

(e) anyone else requesting notice in these Chapter 11 Cases.

PLEASE TAKE FURTHER NOTICE THAT any objections to the Plan in connection with the rejection of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related rejection damages proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

PLEASE TAKE FURTHER NOTICE THAT additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco's attorneys at (212) 768-6808 or by emailing 85FlatbushRHOballots@dentons.com. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact TH Holdco's counsel.

Dated: May __, 2022
New York, New York

DENTONS US LLP

/s/
Lauren M. Macksoud
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Telephone: (212) 768-6700
Facsimile: (212) 768-6800

Counsel to TH Holdco LLC

Exhibit A

Rejection Schedule

Exhibit B

Proof of Claim Form